

EXHIBIT

124

76240-00002

1 GIBSON, DUNN & CRUTCHER
2 WILLIAM E. WEGNER (SB No. 101486)
3 VIVIENNE A. VELLA (SB No. 142382)
4 ANN K. CALFAS (SB No. 162361)
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FILED

OK OCT 6 1994
EDWARD M. KRIZMAN

5 Attorneys for Plaintiff
6 ANNA STRASBERG, as Executrix of the
7 Estate of Lee Strasberg

8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 COUNTY OF LOS ANGELES

10
11 ANNA STRASBERG, as Executrix of
12 the Estate of Lee Strasberg,

13 Plaintiff,

14 v.

15 ODYSSEY GROUP, INC., a California
16 Corporation; WILLIAM MILLER, an
17 individual; RUTH A. CONROY, an
individual; MILLINGTON CONROY, an
individual; and DOES 1-24,
Inclusive

18 Defendants.

CASE NO. BC 104651

VERIFIED SECOND AMENDED
COMPLAINT FOR:

- 1) CONVERSION
- 2) UNJUST ENRICHMENT
- 3) DECLARATION OF A
CONSTRUCTIVE TRUST
- 4) INJUNCTIVE RELIEF

20 Plaintiff, ANNA STRASBERG, as and only as Executrix and
21 beneficiary of the Estate of Lee Strasberg, for causes of action
22 against defendants, ODYSSEY GROUP, INC., a corporation; WILLIAM
23 MILLER, an individual, RUTH A. CONROY, an individual, MILLINGTON
24 CONROY, an individual, and DOES 1-24 alleges as follows:

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Gibson, Dunn & Crutcher

09/27/04

PARTIES

2 1. Plaintiff, Anna Strasberg ("plaintiff"), is
3 Administrator, c.t.a., of the Estate of Marilyn Monroe and Executrix
4 of the Estate of Lee Strasberg (hereinafter referred to as "the
5 Estate").

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7 2. Plaintiff is informed and believes and on that basis
8 alleges that defendant Odyssey Group, Inc. is a corporation
organized and existing under the laws of the State of California.

9 3. Plaintiff is informed and believes and on that basis
10 alleges that defendant, William Miller, is a natural person and
11 competent adult, residing in the City of Corona, County of
12 Riverside, California. Plaintiff is further informed and believes
13 that defendant Miller is the Chairman of Odyssey Group, Inc.

14 4. Plaintiff is informed and believes and on that basis
15 alleges that defendant, Ruth A. Conroy, is a natural person and
16 competent adult, residing in the City of Downey, County of Los
17 Angeles, California.

18 5. Plaintiff is informed and believes and on that basis
19 alleges that defendant, Millington Conroy, is a natural person and
20 competent adult, residing in the City of Rowland Heights, County of
21 Los Angeles, California.

22 6. The true names or capacities, whether individual,
23 corporate, associate or otherwise, of defendants named herein as
24 Does 1 through 25 inclusive (including without limitation all
25 purported owners of subject property), are unknown to plaintiff who
26 therefore sues said defendants by such fictitious names. Plaintiff
27 will seek leave to amend this Complaint to show their true names and
28 capacities when the same have been ascertained. Plaintiff is

1 informed and believes and on that basis alleges that each of the
2 defendants is designated herein as a Doe has participated in some
3 manner with one or more of the other defendants named herein to
4 commit the acts herein alleged. Plaintiff is informed and believes
5 and on that basis alleges that the defendants named herein and all
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the Doe defendants are the agents, servants, and employees of some
or all of the other defendants, and in doing the things herein
alleged, each acted within the course and scope of said agent and
employment with full knowledge and consent of some or all of the
remaining defendants.

11 **FACTS COMMON TO ALL CAUSES OF ACTION**

12 7. Marilyn Monroe died on August 5, 1962 in Los Angeles,
13 California. At the time of her death she was a resident of the
14 County of the Los Angeles. Marilyn Monroe left a last will and
15 testament which was duly admitted for ancillary proceedings in the
16 Los Angeles Superior Court in January, 1963. In that will, Ms.
17 Monroe gave and bequeathed all of her "personal effects and
18 clothing" as well as the residue of her Estate to Lee Strasberg.
19 Ms. Monroe did not bequeath any property to Inez Melson. Ms.
20 Monroe's Last Will and Testament is attached hereto as Exhibit A and
21 incorporated herein by reference as though set forth in full.

22 8. For several years before Marilyn Monroe's death, Ms.
23 Monroe employed Inez Melson as her assistant. Following Ms.
24 Monroe's death in August, 1962, Ms. Melson was appointed Special
25 Administratrix for the Estate of Marilyn Monroe by the Los Angeles
26 Superior Court and, in that capacity, was responsible for preparing
27 an inventory of Ms. Monroe's property, including Ms. Monroe's
28 personal effects and clothing. Ms. Melson was discharged from her

1 duties as Special Administratrix of the Estate of Marilyn Monroe in
2 September, 1963, at which time she purported to turn over the
3 balance of the assets remaining in the Estate to Aaron R. Frosch,
4 Executor of the Estate of Marilyn Monroe.

5 9. Plaintiff is informed and believes that rather than
6 turning over all of Ms. Monroe's assets to the Estate of Marilyn Monroe, Ms. Nelson fraudulently concealed the existence a number of Marilyn Monroe's personal effects and clothing (hereinafter referred to as "the Collection") and retained the items for her own personal use.

11 10. Plaintiff is informed and believes that at some time prior to or following the death of Inez Nelson in 1985, defendant Ruth A. Conroy, Ms. Nelson's sister-in-law, came into the possession of the Collection. Plaintiff is informed and believes that defendant Ruth Conroy thereafter transferred possession of the Collection to defendant Millington Conroy, who, in turn, transferred possession of the Collection to William Miller and Odyssey Group, Inc. for the purpose of auctioning the Collection to third parties.

19 11. Plaintiff is informed and believes that defendants intended to sell the Collection at an auction which took place in Hollywood, California on May 14, 1994. The auction, purportedly sponsored by "Odyssey Auctions," was entitled "Rock-n-Roll & Hollywood Memorabilia & Autographs" and originally included more than sixty (60) items in its Marilyn Monroe segment, the majority of which consisted of the Collection, obtained by defendants Miller and Odyssey Group, Inc. from defendant Millington Conroy. The Collection includes, inter alia, Ms. Monroe's personal phone and address book, her tax returns, and her Screen Actors Guild card. In

1 the catalog for the auction, defendants Miller and Odyssey Group,
2 Inc. represent that the Collection "belonged to a close Monroe
3 associate." The relevant pages of the auction catalog are attached
4 hereto as Exhibit B and incorporated herein by reference as though
5 set forth in full. On May 10, 1994, defendant Miller represented to
6 plaintiff's counsel that the "close personal associate" was Inez Case 2:05-cv-02200-MMM-E Document 416-89 Filed 02/15/2008 Page 6 of
7 Melson and that the Collection was once the property of the Estate
8 of Inez Melson. Mr. Miller also stated that he received the
9 Collection from a third party, whom he refused to identify, except
10 to state that it was not the Estate of Inez Melson. Plaintiff is
11 now informed and believes that the "third party" alluded to by Mr.
12 Miller was and is defendant Ruth A. Conroy and/or Millington Conroy.

13 12. Plaintiff is informed and believes that the
14 Collection is not and was never rightfully the property of Inez
15 Melson, Ruth A. Conroy or Millington Conroy, but is and was the
16 property of the Estate.

17 13. The wrongful acts of defendants were discovered by
18 plaintiff in May, 1994. Due to the fraudulent concealment of the
19 Collection by Inez Melson, Ruth A. Conroy and Millington Conroy,
20 plaintiff was unaware of the existence of the Collection, and
21 defendants' conversion of the Collection, until plaintiff viewed the
22 Odyssey Auctions catalog. Furthermore, prior to May, 1994,
23 plaintiff had no notice of facts sufficient to arouse the suspicions
24 of a reasonable person that such wrongful acts had transpired. Upon
25 discovery of the existence of the concealed items, plaintiff
26 immediately notified defendant Miller that the Collection was the
27 property of the Estate, and that any sales to third parties would
28 result in irreparable harm to the Estate.

1 14. Plaintiff will amend this Complaint as evidence of
2 the wrongful acts of defendants, not herein alleged, is learned
3 through discovery.

FIRST CAUSE OF ACTION

(Conversion against all defendants)

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7 Plaintiff repeats, realleges, and incorporates by
8 reference, as if fully set forth herein, Paragraphs 1-14, inclusive
of this Complaint.

9 16. At all times herein mentioned the Estate was lawfully
10 entitled to possession of a certain identifiable number of items
11 once belonging to Marilyn Monroe, and which defendants converted to
12 their own use.

13 17. Due to defendants' wrongful acts of conversion
14 alleged above, the Estate suffered damages to be determined at
15 trial, but believed by plaintiff, based on defendant Miller's
16 valuation, to be in excess of \$60,000.

17 18. Defendants, in performing the above alleged acts
18 constituting conversion, at all times herein mentioned, acted
19 knowingly, willfully and maliciously, with oppression, with an
20 intent to defraud the Estate, and in conscious disregard of the
21 rights of the Estate. Plaintiff, therefore, is entitled to an award
22 of punitive damages from defendants.

SECOND CAUSE OF ACTION

(Unjust Enrichment against all defendants)

25 19. Plaintiff repeats, realleges, and incorporates by
26 reference, as if fully set forth herein, Paragraphs 1-14, inclusive,
27 of this Complaint.

1 20. By virtue of the foregoing, defendants were unjustly
2 enriched at the Estate's expense in an amount to be determined at
3 trial, but believed by plaintiff, based on defendant Miller's
4 valuation, to be in excess of \$60,000.

5 21. As a direct and proximate result, the Estate was
6 damaged by defendants' acts in an amount to be determined at trial, Case 2:05-cv-02200-MMM-E, Document 1416-8, Filed 02/15/2008, Page 8 of
7 but believed by plaintiff, based on defendant Miller's valuation, to
8 be in excess of \$60,000.

9 22. Defendants, in performing the wrongful acts alleged
10 above which constitute the basis for the cause of action for unjust
11 enrichment, at all times herein mentioned, acted knowingly,
12 willfully and maliciously, with oppression, with an intent to
13 defraud the Estate, and in conscious disregard of the rights of the
14 Estate. Plaintiff, therefore, is entitled to an award of punitive
15 damages from defendants.

16 THIRD CAUSE OF ACTION

17 (Imposition of Constructive Trust)

18 23. Plaintiff repeats, realleges, and incorporates by
19 reference, as if fully set forth herein, Paragraphs 1-14, inclusive,
20 of this Complaint.

21 24. As a result of the above alleged conversion and/or
22 other wrongdoings by defendants, defendants have gained property
23 which rightfully belongs to the Estate. Plaintiff seeks the
24 imposition of a constructive trust on the property which defendants
25 gained as a result of the above-mentioned wrongful conduct by
26 defendants, the exact content of which is to be determined at trial.

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1 FOURTH CAUSE OF ACTION
2 (Injunctive Relief)

3 25. Plaintiff repeats, realleges, and incorporates by
4 reference, as if fully set forth herein, Paragraphs 1-14, inclusive,
5 of this Complaint.

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7 defendants Miller and Odyssey Group, Inc. stop its threatened
8 auction. Defendant Miller Odyssey Group, Inc. refused and still
9 refuses to permanently refrain from the threatened auction.

10 27. Defendants' threatened wrongful conduct, unless and
11 until enjoined and restrained by order of this court, will cause
12 great and irreparable injury to plaintiff in that the items
13 defendants seek to auction are historically significant,
14 irreplaceable, and have enormous sentimental value for plaintiff.

15 28. Plaintiff has no adequate remedy at law for the
16 injuries that are threatened in that monetary damages cannot
17 compensate plaintiff for the loss of such unique, historical and
18 personally meaningful items.

19
20 WHEREFORE, plaintiff prays judgment in its favor and
21 against defendants as follows:

22 A. That a Preliminary Injunction and Order To Show Cause
23 therefore be issued as follows:

24 That defendants, and each of them, their members, officers,
25 agents, employees, representatives, and each of them, and all
26 unincorporated associations and natural persons acting in
27 concert with defendants, or any of them, be and they hereby are
28 enjoined and restrained from doing, threatening or attempting

1 to do, or causing to be done, either directly or indirectly, by
2 any methods or devices, any of the following acts: advertising,
3 displaying, offering for sale, selling, or transferring
4 possession or interest in any of the subject property pending
5 resolution of the rights to the property.

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7 as set forth in paragraph A hereinabove be granted plaintiff pending
8 a hearing on such Order To Show Cause.

9 C. That upon trial of this action, judgment be had
10 against defendants and each of them, and that they be permanently
11 enjoined and restrained in the same terms as set forth in paragraph
12 A hereinabove and that the property be returned to the plaintiff.

13 D. On all causes of action, for damages according to
14 proof at trial;

15 E. On the first and second causes of action, for
16 punitive damages;

17 F. On the second cause of action, for an accounting of
18 defendants' profits and unjust enrichment;

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1 G. On the third cause of action, for an order declaring
2 that defendants hold the property identified as "the Collection" in
3 trust for plaintiff and for an order compelling defendants to convey
4 to plaintiff the property.

5 H. For such other and further relief as the Court may

6 deem just cause to issue 2200-MM-M-E Document 416-89 Filed 02/15/2008 Page 11 of

7 DATED: October 4, 1994

GIBSON, DUNN & CRUTCHER
WILLIAM E. WEGNER
VIVIENNE A. VELLA
ANN K. CALFAS

By: William E. Wegner

Attorneys for Plaintiff
Anna Strasberg, as Executrix of
the Estate of Lee Strasberg

LL942650.057/2+

I, MARILYN MONROE, do make, publish and declare this to be my Last Will and Testament.

SECOND: I hereby revoke all former Wills and Codicils by me made.

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~~my Executor, hereinafter named, to pay~~
all of my just debts, funeral expenses and testamentary charges as soon after my death as can conveniently be done.

THIRD: I direct that all succession, estate or inheritance taxes which may be levied against my estate and/or against any legacies and/or devises hereinafter set forth shall be paid out of my residuary estate.

FOURTH: (a) I give and bequeath to BERNICE MIRACLE, should she survive me, the sum of \$10,000.00.

(b) I give and bequeath to MAY REIS, should she survive me, the sum of \$10,000.00.

(c) I give and bequeath to NORMAN and HEDDA ROSTEN, or to the survivor of them, or if they should both predecease me, then to their daughter, PATRICIA ROSTEN, the sum of \$5,000.00, it being my wish that such sum be used for the education of PATRICIA ROSTEN.

(d) I give and bequeath all of my personal effects and clothing to LEE STRASBERG, or if he should predecease me, then to my Executor hereinafter named, it being my desire that he distribute these, in his sole discretion, among my friend colleagues and those to whom I am devoted.

FIFTH: I give and bequeath to my Trustee, hereinafter

named, the sum \$100,000.00, in trust, for the following uses and purposes:

(a) To hold, manage, invest and reinvest the said property and to receive and collect the income therefrom.

(b) To pay the net income therefrom, together with such amounts of principal as shall be necessary to provide \$5,000.00 per annum, in equal quarterly installments, for the maintenance and support of my mother, GLADYS BAKER, during her

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(c) To pay the net income therefrom, together with such amounts of principal as shall be necessary to provide \$2,500.00 per annum, in equal quarterly installments, for the maintenance and support of MRS. MICHAEL CHENOV during her lifetime.

(d) Upon the death of the survivor between my mother, GLADYS BAKER, and MRS. MICHAEL CHENOV to pay over the principal remaining in the Trust, together with any accumulated income, to DR. MARIANNE KRIS to be used by her for the furtherance of the work of such psychiatric institutions or groups as she shall elect.

SIXTH: All the rest, residue and remainder of my estate, both real and personal, of whatsoever nature and wheresoever situate, of which I shall die seized or possessed or to which I shall be in any way entitled, or over which I shall possess any power of appointment by Will at the time of my death, including any lapsed legacies, I give, devise and bequeath as follows:

(a) To MAY REIS the sum of \$40,000.00 or 25% of the total remainder of my estate, whichever shall be the lesser

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(b) TO DR. MARIANNE KRIS 25% of the balance thereof, to be used by her as set forth in ARTICLE FIFTH (d) of this my Last Will and Testament.

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SEVENTH: I nominate, constitute and appoint AARON R. PROCH Executor of this my Last Will and Testament. In the event that he should die or fail to qualify, or resign or for any other reason be unable to act, I nominate, constitute and appoint L. ARNOLD WEISSBENGER in his place and stead.

EIGHTH: I nominate, constitute and appoint AARON R. PROCH Trustee under this my Last Will and Testament. In the event he should die or fail to qualify, or resign or for any other reason be unable to act, I nominate, constitute and appoint L. ARNOLD WEISSBENGER in his place and stead.

[Signature] (L.S.)

SIGNED, SEALED, PUBLISHED and DECLARED by MARILYN MONROE, the Testatrix above named, as and for her Last Will and Testament, in our presence and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses this 1st day of January, One Thousand Nine Hundred Sixty-One.

Aaron R. Proch residing at 16 West 77th St
Lorraine D. White residing at 212 1/2 W. 14th St

_____ residing at _____